

Hearing Date and Time: November 29, 2007 at 10:00 a.m.
Response Date and Time: November 21, 2007 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors	:	(Jointly Administered)
	:	
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RESPONSE OF RASSINI, S.A. DE C.V. TO THE DEBTORS'
TWENTY-SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM

Rassini, S.A. de C.V. ("Rassini") submits this Response to the Debtors' Twenty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, Claims Subject to Modification That Are Subject to Prior Orders, and Modified Claims Asserting Reclamation that Are Subject to Prior Orders ("Twenty-Second Omnibus Objection") in regard to **Claim No. 12399**. In support thereof, Rassini states as follows:

BACKGROUND

1. On October 8 and 14, 2005 ("the Petition Dates"), the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. The Court has ordered joint administration of the Debtors' cases.

2. Prior to the Petition Dates, Rassini sold and delivered certain suspension components to Delphi Automotive Systems LLC, one of the Debtors. As of the Petition Date, Rassini was owed \$435,420.73.

3. Rassini timely filed its Proof of Claim for said amount on July 28, 2006. The proof of claim is docketed as Claim No. 12399. A true and correct copy of the Proof of Claim is attached hereto as Exhibit "A" and incorporated herein. Piece prices and other confidential information have been redacted, but a complete copy of Exhibit "A" has been served upon the Debtors and their counsel. The Proof of Claim specifically identifies each invoice made a part of the claim.

4. At the Debtors' request, Rassini provided additional information on its proof of claim and the invoices for which Rassini requests payment.

5. In their Twenty-Second Omnibus Objection, the Debtors seek to modify Rassini's claim and to reduce the amount of Rassini's claim to \$334,267.91. The Debtors further request permission to lodge further objections at a later time.

6. The Twenty-Second Omnibus Objection fails to state facts to support the Debtors' request to modify and reduce Rassini's claim.

7. Rassini objects to any modification and reduction of its claim and to the Debtors' request to reserve their rights to make additional objections to the claim. Rassini requests that this Court allow Rassini's claim in its entirety.

ARGUMENT AND AUTHORITIES

8. Rassini has provided sufficient information to validate its claim. At the Debtors' request, Rassini recently sent the Debtors additional data on the claim. The Debtors, in contrast, have put forth not one iota of evidence to dispute the amounts that Rassini has established are due and owing.

9. A properly filed proof of claim is prima facie evidence of the validity and amount of the claim. 11 U.S.C. § 502(a); FED. R. BANKR. P. 3001(f). The party objecting to a proof of claim has the burden of producing evidence to overcome the presumption of validity. *In re: Reilly*, 245 B.R. 768, 773 (BAP 2d Cir.), *aff'd*, 242 F.3d 367 (2d Cir. 2000).

10. The Debtors have failed to provide any evidence or justification for their request to modify and reduce Rassini's claim. The Debtors' bare assertion that the claim is subject to modification fails to satisfy the Debtors' burden. Therefore, the Debtors' objection to Rassini's proof of claim must be overruled, and this Court must deny the relief requested in the Twenty-Second Omnibus Objection as it concerns Rassini's claim.

11. Furthermore, the Court should make a final determination of the amount owed to Rassini and allow the claim in such amount. 11 U.S.C. § 502. There is no support for the Debtors' request to urge further objections, should they so choose, at a later time. Rather, the Debtors must present all objections so as to permit Rassini and this Court to make a final determination on the amount of Rassini's claim.


12. Because the legal points and authorities on which Rassini relies are presented in this response, Rassini respectfully requests that the requirement of service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

IN CONCLUSION, Rassini, S.A. de C.V. respectfully requests the Court to deny the Debtors' objection to Proof of Claim No. 12399, to allow Rassini's claim in the amount of \$435,420.73, to deny the Debtors' request to file further challenges to the claim, and for such other and further relief to which Rassini is justly entitled.

Dated: November 9, 2007.

Respectfully submitted,

AJAMIE LLP

By: 
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ATTORNEYS FOR RASSINI, S.A. DE C.V.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on November 9, 2007, a true and correct copy of the foregoing **Response of Rassini, S.A. de C.V. to the Debtors' Twenty-Second Omnibus Objection to Proofs of Claim** was filed with the Clerk of Courts on a 3.5 inch disk. Notification of this filing was also sent to the parties listed below, as indicated:

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attention: General Counsel
(CERTIFIED MAIL—RETURN RECEIPT REQUESTED)

Skadden Arps Slate Meagher & Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Attention: Mr. John William Butler, Jr.
Mr. John K. Lyons
Mr. Joseph N. Wharton
(CERTIFIED MAIL—RETURN RECEIPT REQUESTED)

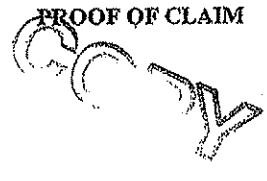
The Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court for the
Southern District of New York
One Bowling Green – Room 632
New York, New York 10004
(BY U. S. MAIL)



Dona Szak

EXHIBIT "A"

FORM B10 (Official Form 10) (4/03)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM  Received AUG 05 2006 Kurtzman Carson THIS SPACE IS FOR COURT USE ONLY
Name of Debtor DELPHI AUTOMOTIVE SYSTEMS LLC	Case Number 05-44640 (RDD)	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor RASSINI, S.A. de C.V.	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: c/o SANLUIS Rassini International, Inc. 14500 Beck Road Plymouth, Michigan 48170 Telephone Number: (734) 454-4904		
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 1631275 - 10400899		Check here if this claim: <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____
1. BASIS FOR CLAIM: <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (Describe briefly): _____ <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (fill out below) Your SS#: _____ Unpaid compensation for services performed from _____ to _____ <div style="display: flex; justify-content: space-between; width: 100%;"> (date) (date) </div> </div> </div>		
2. DATE DEBT WAS INCURRED: Various dates between 3/14/04 - 10/7/05		3. IF COURT JUDGMENT, DATE OBTAINED:
4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED: \$435,420.73 If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. SECURED CLAIM. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other: _____ Value of Collateral: _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: _____	6. UNSECURED PRIORITY CLAIM. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,000)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$1800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(). * Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9. DATE-STAMPED COPY: To receive an acknowledgment copy of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; text-align: center;"> RECEIVED JUL 28 2006 CLAIMS PROCESSING CENTER USBC, SDNY </div>
Date: <i>July 25, 2006</i>	Sign and print the name and title any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) <i>Edmundo V. Rasmussen</i> <i>Counsel for RASSINI, S.A. de C.V.</i>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

The claim is based on deliveries of springs. Dolphin's purchases or order numbers, part numbers, invoice numbers, dates of delivery, and prices for each delivery are set out in summary form below. Copies of the original documents are too voluminous to attach and will be provided upon request.

Prior to September 28	289,091
September 28 to October 7	146,368
Pre-Petition Delphi Receivables	435,421

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